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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA

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IN RE:

BRISTLECONE, INC., dba BRISTLECONE
HOLDINGS

- ☐ Affects this Debtor.
☒ Affects all Debtors.
☐ Affects Boonfi LLC
☐ Affects Bristlecone Lending, LLC
☐ Affects Bristlecone SPV I, LLC
☐ Affects I Do Lending, LLC
☐ Affects Medly, LLC
☐ Affects One Road Lending, LLC
☐ Affects Wags Lending, LLC

Debtors.

Case No.: BK-17-50472-btb (Chapter 11)
Jointly Administered with:

17-50473-btb BOONFI LLC
17-50474-btb BRISTLECONE LEDING, LLC
17-50475-btb BRISTLECONE SPV I, LLC
17-50476-btb I DO LENDING, LLC
17-50478-btb MEDLY, LLC
17-50479-btb ONE ROAD LENDING, LLC
17-50480-btb WAGS LENDING, LLC

**DECLARATION OF B. KYLE
FERGUSON IN SUPPORT OF
DEBTORS' MOTION FOR ORDER OF
SUBSTANTIVE CONSOLIDATION,
NUNC PRO TUNC**

Hearing Date: OST PENDING
Hearing Time: OST PENDING

I, B. Kyle Ferguson, hereby declare as follows:

1. I am over the age of 18 and am mentally competent. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge of the Debtors, information learned from my review of relevant documents and information supplied to me by other members of Debtors' management and various business and legal advisors.

2. I am the duly appointed President and CEO of BRISTLECONE, INC., dba

1 BRISTLECON HOLDINGS ("Bristlecone"). The other seven (7) related Debtors are wholly
2 owned subsidiaries of Bristlecone.

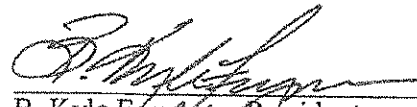
3 3. I have read the DEBTORS' MOTION FOR ORDER OF SUBSTANTIVE
4 CONSOLIDATION, *NUNC PRO TUNC* ("Motion") and attest that the contents therein are true
5 and correct to the best of my knowledge, information and belief.

6 4. As indicated in the Motion, the Debtors' largest claims are held by creditors
7 that overlap all of the Debtor entities. Additionally, all of the Debtors share common employees
8 and business overhead expenses, and the internal financial reporting and accounting is
9 consolidated among all Debtor entities.

10 5. I believe that it would be in the best interest of creditors and these estates to
11 substantively consolidate the eight Debtor entities to reduce administrative expenses and to
12 streamline the Chapter 11 process. To the best of my knowledge, there will be no prejudice to
13 any creditors by combining all of the Debtors' assets and liabilities into one consolidated estate,
14 because any perfected liens against existing collateral will remain unchanged.

15 I declare under penalty of perjury that the foregoing is true and correct to the best of my
16 knowledge and belief.

17 Dated this 1 day of June, 2017.

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19 B. Kyle Ferguson, President
20 Bristlecone, Inc./dba Bristlecone Holdings
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